

JUL 11 '08

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ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

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July 11, 2008

Anne K. Quinlan, Esq.  
Acting Secretary  
Surface Transportation Board  
395 "E" Street, S.W.  
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement, dated as of July 8, 2008, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: Banc of America Leasing & Capital, LLC  
One West Pennsylvania Avenue  
Towson, Maryland 21204

Lessee: Wisconsin & Southern Railroad Co.  
Northern Rail Car Leasing, Inc.  
5300 North 33rd Street  
Milwaukee, Wisconsin 53209

Anne K. Quinlan, Esq.  
July 11, 2008  
Page 2

A description of the railroad equipment covered by the enclosed document is:

1 locomotive: WSOR 4078 (formerly UCR 4005 and MJRX 4005).

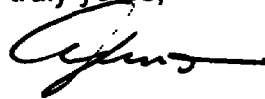
A short summary of the document to appear in the index is:

Memorandum of Lease Agreement.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem  
Enclosures

JUL 11 '08

**1-30 PM**

SURFACE TRANSPORTATION BOARD

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**MEMORANDUM OF LEASE AGREEMENT**

**dated as of July 8, 2008**

**by and among**

**WISCONSIN & SOUTHERN RAILROAD CO.**

**and**

**NORTHERN RAIL CAR LEASING, INC.**

**jointly, severally and collectively, as Lessee,  
and**

**BANC OF AMERICA LEASING & CAPITAL, LLC,  
as Lessor**

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**FILED WITH THE SURFACE TRANSPORTATION BOARD  
PURSUANT TO 49 U.S.C. § 11301  
on \_\_\_\_\_, 2008 at \_\_:\_\_.m.**

## **MEMORANDUM OF LEASE AGREEMENT**

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of July 8, 2008, by and among BANC OF AMERICA LEASING & CAPITAL, LLC ("Lessor") and WISCONSIN & SOUTHERN RAILROAD CO. and NORTHERN RAIL CAR LEASING, INC. (jointly, severally and collectively, "Lessee"), with reference to the following:

1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, those certain locomotives described on Exhibit No. 1 attached hereto (the "Units").

All of such Units are more fully described in that certain Master Locomotive Lease Agreement dated as of October 31, 2006, and Final Equipment Schedule No. L-2 thereto and incorporating the terms thereof, dated as of July 8, 2008 (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), each between Lessor and Lessee.


2. The Lease shall be effective as of the date thereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.
3. The Lease contains an option to renew and an option by Lessee to purchase the Units on the terms set forth in the Lease.

This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

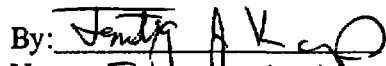
**[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]**

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

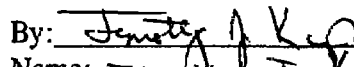
BANC OF AMERICA LEASING & CAPITAL, LLC,

By:   
Name: Tessa Preston  
Title: VP

WISCONSIN & SOUTHERN RAILROAD CO.

By:   
Name: Timothy J. Karp  
Title: Vice President

NORTHERN RAIL CAR LEASING, INC.

By:   
Name: Timothy J. Karp  
Title: Vice President

STATE OF MARYLAND )

) ss:

COUNTY OF BALTIMORE )

On this 8th day of July, 2008, before me appeared Terri Preston, the person who signed this instrument, who acknowledged that (s)he is the Vice President of BANC OF AMERICA LEASING & CAPITAL, LLC and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]

John W. Holbert  
Notary Public

My commission expires:

April 19, 2011



STATE OF Wisconsin )  
COUNTY OF Milwaukee ) ss:

On this 8th day of July, 2008, before me appeared Timothy J. Karp,  
the person who signed this instrument, who acknowledged that (s)he is the Vice President  
of WISCONSIN & SOUTHERN RAILROAD CO. and that, being duly authorized, (s)he  
signed such instrument as a free act on behalf of said corporation.

[Seal]

Carol A. Joriz  
Notary Public

My commission expires:

3/27/2011

STATE OF Wisconsin )  
COUNTY OF Milwaukee ) ss:

On this 8th day of July, 2008, before me appeared Timothy J. Karp,  
the person who signed this instrument, who acknowledged that (s)he is the Vice President  
of NORTHERN RAIL CAR LEASING, INC. and that, being duly authorized, (s)he signed  
such instrument as a free act on behalf of said corporation.

[Seal]

Carol A. Joriz  
Notary Public

My commission expires:

3/27/2011

**EXHIBIT NO. 1  
TO MEMORANDUM OF LEASE AGREEMENT**

**DESCRIPTION OF LOCOMOTIVES AND REPORTING MARKS**

- 1 - SD40 Locomotives bearing the following reporting marks:

<u>Previous Numbers</u>	<u>New Numbers</u>
MJRX 9005, formerly UCR 9005	WSOR 4078